

1 Brian E. Pastuszewski (*pro hac vice*)
bpastuszewski@goodwinprocter.com
2 Inez Friedman-Boyce (*pro hac vice*)
ifriedmanboyce@goodwinprocter.com
3 Brian C. Devine (SBN 222240)
bdevine@goodwinprocter.com
4 **GOODWIN PROCTER LLP**
Exchange Place
5 Boston, MA 02109-2802
Tel.: 617-570-1000
6 Fax: 617-570-1231

7 Lloyd Winawer (SBN 157823)
lwinawer@goodwinprocter.com
8 **GOODWIN PROCTER LLP**
601 South Figueroa Street, 41st Floor
9 Los Angeles, California 90017
Tel.: 213-426-2500
10 Fax: 213-623-1673

11 *Attorneys for Defendants*
Countrywide Financial Corporation,
12 Countrywide Home Loans, Inc., Countrywide
Capital Markets, LLC, Countrywide
13 Securities Corporation, CWALT, Inc.,
CWABS, Inc., CWMBBS, Inc., CWHEQ, Inc.,
14 and N. Joshua Adler.

15 **UNITED STATES DISTRICT COURT**
16 **CENTRAL DISTRICT OF CALIFORNIA**

17 In re COUNTRYWIDE FINANCIAL
CORP. MORTGAGE-BACKED
18 SECURITIES LITIGATION

Case No. 11-ML-02265-MRP (MANx)

19 WESTERN AND SOUTHERN LIFE
INSURANCE COMPANY, *et al.*,

Case No. 11-CV-07166-MRP (MANx)

20 Plaintiffs,

**NOTICE OF MOTION AND
MOTION TO DISMISS**

21 v.

ORAL ARGUMENT SCHEDULED

22 COUNTRYWIDE FINANCIAL
23 CORPORATION, *et al.*,

Date/Time: February 13, 2012
11:00 a.m.

24 Defendants.

Date/Time: February 14, 2012
1:00 p.m.

Courtroom: 12

Judge: Hon. Mariana R. Pfaelzer

PLEASE TAKE NOTICE that, upon the accompanying Consolidated Memorandum of Points and Authorities in Support of Countrywide Defendants' Motion to Dismiss, the Appendix of Charts in Support of Countrywide Defendants' Motion to Dismiss, the Request for Judicial Notice in Support of Countrywide Defendants' Motion to Dismiss, and the Exhibits accompanying such Request, defendants Countrywide Financial Corporation, Countrywide Home Loans, Inc., Countrywide Capital Markets, LLC, Countrywide Securities Corporation, CWALT, Inc., CWABS, Inc., CWMBBS, Inc., CWHEQ, Inc., and N. Joshua Adler (collectively, the "Countrywide Defendants") will move this Court, before the Honorable Mariana R. Pfaelzer, at the Spring Street United States Courthouse, 312 North Spring Street, Los Angeles, California 90012, on February 13-14, 2012, for an Order dismissing Counts I-V, VII-IX, and XIV-XV¹ (in their entirety) and Counts X-XII (as to all securities except CWHEQ 2006-S9), with prejudice, pursuant to Federal Rule of Civil Procedure 12(b)(6), and for such other relief as this Court may deem just and proper. N. Joshua Adler will additionally move for dismissal of the Complaint with prejudice pursuant to Federal Rule of Civil Procedure 12(b)(2) and, in addition to the above-listed documents, also relies upon Defendant N. Joshua Adler's Memorandum of Points and Authorities in Support of Motion to Dismiss and the Declaration of N. Joshua Adler in Support of Motion to Dismiss, dated December 7, 2011.

Dated: December 7, 2011

GOODWIN PROCTER LLP

/s/ Brian E. Pastuszewski

Brian E. Pastuszewski (*pro hac vice*)

Lloyd Winawer (State Bar No. 157823)

Inez H. Friedman-Boyce (*pro hac vice*)

Brian C. Devine (State Bar No. 222240)

Counsel for the Countrywide Defendants

¹ Plaintiffs style their final cause of action as their "Seventeenth Cause of Action;" however, Plaintiffs have asserted only fifteen causes of action.